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RECORDATION NO. 22977-F FILED

JAN 13 '05 2-34 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

January 13, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement, dated as of December 23, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Railcar Lease Agreement previously filed with the Board under Recordation Number 22977.

The names and addresses of the parties to the enclosed document are:

Lessor:	Procor Limited 734 - 7th Avenue S.W. Calgary Alberta CD T29 3P9
Lessee:	NOVA Chemicals Corporation 645- 7th Avenue S.W. Calgary Alberta CD T29 4G8

Mr. Vernon A. Williams
January 13, 2005
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A description of the railroad equipment covered by the enclosed document is:

1 covered hopper car added: NCIX 7100.
1 covered hopper car released: NCLX 3113.


A short summary of the document to appear in the index is:

Memorandum of Lease Supplement.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF LEASE SUPPLEMENT

Memorandum of Lease Supplement made and entered into as of December 23, 2004
between Procor Limited, as Lessor ("*Lessor*") and NOVA Chemicals Corporation, as Lessee
("*Lessee*").

WITNESSETH:

1. NOVA Chemicals Corporation and Procor Limited have entered into that certain Railcar Lease Agreement dated as of June 29, 2000 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.
2. Memoranda of said Lease Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code. The Lease Agreement was filed on June 27, 2000 and received recordation number 22977.
3. The undersigned have entered into a supplemental agreement whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting mark as listed on Schedule A attached hereto and whereby the terms and provisions of the above-described Lease Agreement have been terminated in respect of the railroad equipment bearing reporting mark as listed on Schedule B.

[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

PROCOR LIMITED, as Lessor

By: D.H. Patterson
Name: David H. Patterson
Title: VP Finance

Executed on this 23rd day of December, 2004.

NOVA CHEMICALS CORPORATION, as Lessee

By: _____
Name:
Title:

Executed on this ____ day of _____, 2004.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

PROCOR LIMITED, as Lessor

By: _____
Name:
Title:

Executed on this ____ day of _____, 2004.

NOVA CHEMICALS CORPORATION, as Lessee

By:  _____
Name: John P. Sereda
Title: Vice President, Finance & Treasurer

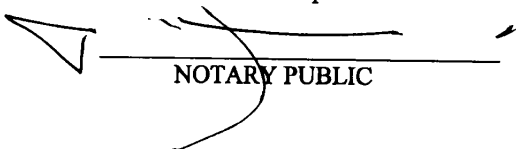
Executed on this 23rd day of December, 2004.

PROVINCE OF ONTARIO :)

) ss.

CITY OF ORANGEVILLE)

On this 23 day of December, 2004, before me appeared DAVID H. PATTERSON, to me personally known, who, being duly sworn did say that he/she is the VP Finance of PROCOR LIMITED, and that said instrument was signed on behalf said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.


NOTARY PUBLIC

STATE OF Pennsylvania :)
)
CITY OF Moon Township) ss.

On this 23rd day of December, 2004, before me appeared John P. Sereda, to me personally known, who being duly sworn did say that ~~he~~she is the ~~Vice President~~ ^{Treasurer} of **NOVA CHEMICALS CORPORATION**, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Carol J. Mundell
NOTARY PUBLIC

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Carol J. Mundell, Notary Public
Moon Twp., Allegheny County
My Commission Expires Nov. 24, 2007
Member, Pennsylvania Association Of Notaries

SCHEDULE A

Railcar to be **ADDED** to Recordation No. 22977

NCIX 7100

SCHEDULE B

Railcar to be **RELEASED** from Recordation No. 22977

NCLX 3113